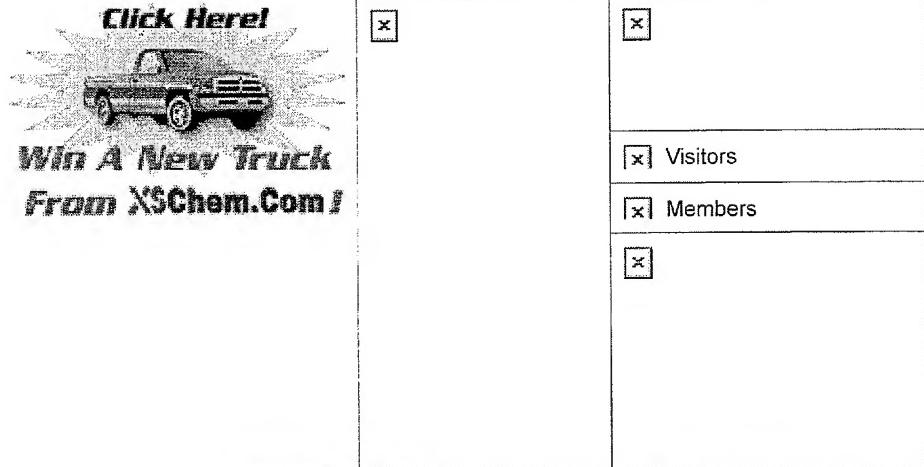


Attachment C



"For those farms that are the hardest pressed during the current period of slack demand from abroad, small efficiencies can mean the difference between survival and failure."

Alan Greenspan
Wall Street Journal Interactive Edition
March 17, 1999

Monday, April 30, 2007

www_xsinc_com_xschem is the world's first internet auction web site for agchemicals. With this new farming tool, agricultural chemicals (agchemicals) can be auctioned (forward auction and reverse auction) with just a few mouse clicks! The savings can be substantial (10% to 30% or more). There is no need to call a broker with XS?you just logon and search for prices on line! Additionally, XS (pronounced ?excess?) handles all pesticide regulatory requirements, banking transactions as well as all freight and order fulfillment processes. All types of agchemicals are auctioned on the site; insecticides, fungicides, herbicides, miticides and nematicides. Virtually all pesticides used in corn, soybean, wheat and cotton are available on line. Name brand products from American Cyanamid, Monsanto, Dow, Rhone Poulenc, Agrevo, DuPont, Zeneca, FMC, Novartis, Valent, BASF and Bayer are represented. If you don't find the agchemical you need at first, then conduct a search using XSChem's exclusive search tools. We have found that distributors, dealers, aerial applicators, custom applicators and growers (farmers) all benefit from XSChem.com. So, if you're looking for ways to run your agrochemical business or farm more efficiently, then logon to www_xsinc_com_xschem agchemical auction site and register now! Additionally, XS, Inc. will be launching auctions in seeds, animal health (veterinary) and nutrition, machinery (tractors and equipment such as John Deere, Case, Massey Ferguson, Allis, International, Ford and others). By providing Internet auction services to the ag industry, XS brings the same trading power of the commodities and futures markets like CBT (Chicago Board of Trade) or the New York Cotton Exchange to each trading member of XS. Whether you are in the agchemical business or farm crops, hogs, cattle or dairy, XS auctions will save you money! XS has met with members of all major agricultural organizations such as NAWG (National Association of Wheat Growers), NCGA (National Association of Corn Growers), The National Cotton Council, ARA (Ag Retailers Association) and ACPA (American Crop Production Association). www_xsinc_com_xschem has been featured in numerous ag media such as Successful Farming, Progressive Farmer, Farm Journal, Ag online, Soybean Digest, DTN, Ag Retailer, Agdayta and Agday TV. We have also sent numerous mailings to FFA (Future Farmers of America), 4-H and discussed with numerous young farmer's organizations.

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XSChem toll-free: 1-877-4XS-CHEM (1-877-497-2436) 8AM - 6PM EST

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<input checked="" type="checkbox"/> Farming	<input checked="" type="checkbox"/> Farming						
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Start Here



- Welcome to XSChem.com!
Learn where to start on the site and how to become familiar with the auction process.
- How It Works
Get an overview of the process as a buyer or seller.
- About XSChem
Learn about who we are.
- What's In It for Me?
XSChem creates opportunities for everyone. See how XSChem can create opportunities for you.
- Registration
Learn how to register and about the benefits that come with membership.
- Tutorials
Follow these steps and you'll be an XSpert in no time!
 - Step-by-Step Auction Guide for Sellers
 - Step-by-Step Selling via Reverse Auction
 - Step-by-Step Auction Guide for Buyers
 - Step-by-Step Buying via Reverse Auction
- Auction Preview
Learn about the auction process with an animated overview.
- Technical Requirements
Learn how to use XSChem.com on your system.
- Frequently Asked Questions
Read the answer to the most common questions we receive about XSChem.com.
- User Agreement and Policies
Review the guidelines that make the process efficient and enjoyable.
- XSChem In The News
Review articles written about XSChem.com and its parent company XS, Inc.
- Contact XSChem
Find out where to reach us with questions or comments.





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<input checked="" type="checkbox"/> Farming	<input checked="" type="checkbox"/> Farming							
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How It Works

This section provides a brief overview of how things work. More detail can be found in the Step-by-Step Instruction pages and in the User Agreement and Policies page. You can read straight through this overview or jump to the section that most interests you.

- [General Overview](#)
- [Forward and Reverse Auctions](#)
- [Determining Winning Bids](#)
- [Pricing and Lot Size](#)
- [Payment and Security](#)
- [Anonymity](#)
- [Freight Cost and Freight Analysis](#)
- [Shipping](#)
- [Returns](#)
- [Auction Length and Hours of Operation](#)
- [XSChem "XSpert" Tools](#)
- [XSChem Fees](#)
- [Do's and Don'ts](#)
- [Registration](#)

General Overview

XSChem provides a service where buyers and sellers come together anonymously to trade agricultural chemicals. Buyers have access to more sellers and vice versa. We believe our site offers clear advantages to you, either as a buyer or seller over any previously available options.

As a member, you participate with other members in a broad market forum, which allows you to make the best deal possible. Transactions are completed securely and automatically via pre-arranged banking and freight services. All costs, including commissions and actual transportation costs are built into the bidding process so that you know exactly what you are agreeing to before you commit. Once an auction is complete, a sequence of secure banking and transportation transactions is triggered. This fulfillment process includes notifications to you and sign-offs by both buyer and seller at critical steps.

XSChem never takes possession of any product. We merely facilitate the transaction.

All regulatory requirements inherent when dealing with chemicals have been effectively managed in the process through member registration requirements, user agreements and information flows to regulatory agencies on an as-needed basis.

XSChem receives a 2 percent service fee on completed transactions based on total transaction value.

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Forward and Reverse Auctions

XSChem offers two types of auctions. A **forward auction** is what people normally think of when they hear the word auction. In its simplest form, a forward auction is where a seller lists his product for sale, and potential buyers bid against each other at higher and higher prices until a winner is determined. There can be slight variations, such as allowing multiple winners for partial lots. On this site, we refer to these as "Products for Sale" or just plain "auctions".

A **reverse auction** is where a buyer lists the product he wants to buy and allows potential sellers to bid for the business at lower and lower prices. Our current reverse auction feature is limited to allowing buyers to list the products they want at a given price and for a given quantity. Sellers who are willing to meet the list price and quantity win the business immediately upon bidding. In the near future, we will be upgrading the functionality of this feature to allow competition among bidders in a true reverse auction. We refer to our reverse auction service as "XSpert Purchasing Agent" because it allows the buyer to comparison shop among multiple sellers. On this site we also refer to Reverse Auctions as "Products Wanted".

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Pricing and Lot Size

Pricing is very simple on XSChem. If you are a seller, you simply determine the initial asking price you will accept and whether or not you will allow bidding on partial lots. Buyers can bid prices less than the "Asking Price" (formerly "Minimum Bid Price"). As a seller, you are under no obligation to sell below your asking price, but the bid will be recorded and displayed so that you can see what buyers are willing to pay. If you choose, you can reduce your Asking Price to meet a lower bid price. At that point, both parties are committed; you, as the seller, cannot raise your asking price and a buyer cannot withdraw or reduce a bid.

As a buyer, you also can establish the minimum amount of product you will accept. This feature allows you to protect yourself from higher freight costs associated with smaller shipments. For example, you may want to buy 10 pallets of a product, but not be willing to buy less than five pallets because the freight becomes prohibitively expensive. The "XSpert Freight Analyst" feature is very helpful in this area.

In a reverse auction, the buyer simply lists products wanted at the price and quantity he will accept.

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Determining Winning Bids and "Clearing Prices"

Winning bids are determined according to a hierarchy of price, volume and initial timing of bids. In regular auctions, the highest bid always wins. But if two bidders bid the same price, then the one who bids for the greater quantity gets his order filled first. If two bidders bid the same price and the same quantity, then whoever started the bidding first wins.

There can be multiple winners in an auction. For example, if a seller has listed 20 pallets for sale and the highest bidder only wants 10 pallets, then the remaining pallets go to the next highest bidder or bidders on down the line. The price at which product is sold for all winning bidders in a particular auction will be determined by the "clearing price" at the end of each auction. The **"clearing price" is the price of the lowest winning bid** (the lowest winning bid that is greater than or equal to the asking price). The quantity of product will be awarded in priority based on higher bid prices, but the price paid will be the same for all winning bidders. For more details on how

clearing prices are established, go to the [How Winners Are Determined](#) page.

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Payment and Security

At the end of an auction, payment is automatically transferred from the buyer's bank account to an electronic lockbox at First Union National Bank. The funds are held on behalf of the buyer and seller until the goods have been received and accepted by the buyer, at which time funds are released to the seller, the freight company and to XSChem . In this way, as a seller, you can be confident of receiving payment and the buyer does not have to worry about sending money to a stranger before inspecting the product.

All banking information is kept strictly confidential. All transmissions of this data over the internet are encrypted for security. Additionally, once this information is received into our database it is further protected.

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Anonymity

Our process has been designed to maintain your anonymity, whether you are a buyer or seller. We do this by disclosing as little information as possible during the auction process – no user names, no ID numbers, and no location or state (The seller is informed of the destination state at auction closing to allow him to validate licensing information). Even during the order fulfillment process, XSChem manages the entire process. After the sale, anonymity is still maintained through "double blind" shipping.

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Freight Cost and Freight Analysis

Freight costs are calculated automatically during the bidding process based on the zip codes of the buyer and seller and on XSChem's contracts with several major carriers. The "XSpert Freight Analyst" even allows you to test what your freight costs would be for different volumes of product.

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Shipping

Shipping is done in a "double blind" format; that is, the buyer is anonymous to the seller and vice versa. The process is handled by XSChem, which acts as an agent for the seller. Purchased products are shipped FOB destination. XSChem never takes possession of the product. We merely facilitate the sale and the shipment. Please read the details in our [User Agreement and Policies](#) page to learn more about the shipping process.

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Returns

In general, all sales are final. However, in cases where the product delivered is not exactly what was represented in the auction, we will arrange return shipping and the seller will be charged for all freight. As you can see, the receiving process is very

important because once product is received and signed for, the buyer has, in effect, agreed that the product received is exactly as described.

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Auction Length and Hours of Operation

Auctions can run from one to seven days in duration at the discretion of the seller. Auctions run every day from 6:00 AM until 3:00 AM EST. Use the clock at the bottom of each page to calibrate your watch to XS time.

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XSChem XSpert Tools

XSChem allows you to use several tools to improve your effectiveness in the auction process.

"XSpert" Search	Notifies you of new listings of products that you want to buy.
"XSpert" Bidder	Bids on your behalf up to a pre-determined maximum amount. This feature can be accessed on the auction detail page where you would place a normal bid.
"XSpert" Alert	Notifies you when you have been outbid. This tool can be helpful for longer or slow-moving auctions, but "XSpert" Bidder is the best way to ensure that the action doesn't leave you behind.
"XSpert" Freight Analyst	Calculating freight charges based on volume and destination, this tool is essential to understand your freight costs when you are unsure of the final volume you may win in an auction.

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XSChem Fees

XSChem charges a fee on successfully completed transactions. There are no listing fees or service charges for unsuccessful transactions. Currently, the fee for all transactions is set at our low introductory rate of 2 percent of the total transaction value.

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Do's and Don'ts

The do's and don'ts for this site are very simple. Just remember that an auction is a serious business forum and that results are a contract just like any other contract. Therefore, if you place a winning bid or list a product for sale, you are making a commitment that is legally and morally binding. All of the rest is just detail, and can be found in the User Agreement and Policies and Step-by-Step Instruction pages.

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Registration

You must register to buy or sell products on the XSChem site. Visitors may view the listings but may not participate in auctions unless they register on the [Registration Page](#).

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[Auctions](#)

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[Listings](#)

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START

BUY

SELL

Chemicals Seeds Parts Animal Health T&O

Buyer Tools GO

Two Ways to Buy

Name Your Price

Publicize a 'Name Your Price' request for your product, at a price you specify, to sellers at XSAg.com. To limit the product listing, type the first few characters of the brand name. This will make the product list shorter (and faster for loading).

<input type="text"/>	GO!
Type a brand name (e.g. "Roundup") <small>Roundup is a registered trademark of Monsanto</small>	

Search currently listed chemicals

Search through all current auctions and fixed price listings to find the chemical(s) you wish to buy. You can limit the search to specific products by specifying the first few letters of the brand name and selecting **Auctions** and/or **Fixed-Price**.

Auctions: Fixed Price:

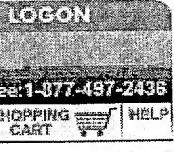
<input type="text"/>
Type a brand name (e.g. "Roundup") <small>Roundup is a registered trademark of Monsanto</small>

Destination:

Alabama **SEARCH**

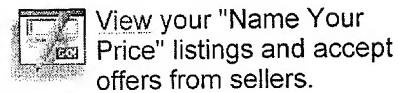
Your Profile Status

If you are not a current member please [register](#). Otherwise, [click here](#) to logon.

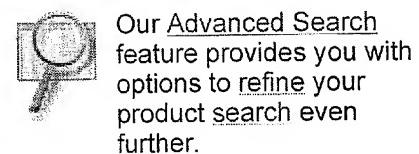


Buyer Tools GO

Name Your Price



Advanced Search



Chemical Listings

[Fungicides](#)
[Herbicides](#)
[Insecticides/Miticides](#)
[Plant Growth Regulators](#)
[Other](#)
[All Categories](#)

SEE TOP LISTINGS

More Information

- [How's your bid doing?](#)
- [Increasing your bid](#)
- [Insider Auction Tips](#)
- [Auction Winning](#)
- [XSPert Bidder](#)
- [Walkthroughs & Tutorials](#)

Chemicals for Sale: Top Listings

SEARCH ALL LISTINGS

BRAND NAME	COMMON NAME	END DATE	PACKSIZE	FREIGHT ZONE (A-C)*	TYPE	ASKING PRICE	DETAILS
BANVEL (BASF)	DICAMBA DIMETHYLAMINE SALT	6/27/2000	2 X 2.5 gallon		B	\$ 62.80	
CLARITY HERBICIDE	DICAMBA	6/22/2000	2 X 2.5 gallon		B	\$ 68.90	

COMMAND 3ME	CLOMAZONE	6/28/2000	Gallon Drum		B	\$ 45.90	DETAILS
GLYPHOMAX PLUS	GLYPHOSATE	6/21/2000	2 X 2.5 gallon		B	\$ 29.00	DETAILS
LASSO	ALACHLOR	6/22/2000	2 X 2.5 gallon		B	\$ 17.95	DETAILS
MEPIQUAT CHLORIDE	MEPIQUAT CHLORIDE	12/9/2000	4 x 1 Gallons		A	\$ 71.50	DETAILS
NORTHSTAR HERBICIDE	DICAMBA + PRIMISULFURON- METHYL	6/21/2000	6 x 100 ounces		B	\$ 1.60	DETAILS
PILOT-4E (DREXEL)	CHLORPYRIFOS	6/21/2000	2 X 2.5 gallon		B	\$ 28.36	DETAILS
PROWL 3.3 EC HERBICIDE	PENDIMETHALIN	6/28/2000	220 Gallon Drum		B	\$ 15.30	DETAILS
RAPTOR HERBICIDE	IMAZAMOX	6/21/2000	15 Gallon Drum		B	\$ 375.00	DETAILS

[SEARCH ALL LISTINGS ▶](#)

* Indicates relative freight cost to Alabama (A is the cheapest but some sellers offer free delivery and if you have entered a shipping address in their zone you will qualify.)



[Start](#)

[Buy](#)

[Sell](#)

[Register!](#)

[Search](#)

[Site Map](#)



XSAg toll-free 1-877-497-2436 Mon-Thu 7:30AM-9:00PM, Fri 7:30AM-6:00PM, Sat 9:00AM-2:00PM
(all time Eastern Time)

XSAg.com Official Date & Time: 6/21/2000 9:34:38 AM

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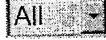
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